

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	:	
	:	Chapter 11
	:	
MOTORS LIQUIDATION COMPANY, <i>et al.</i> ,	:	Case No.: 09-50026 (REG)
f/k/a General Motors Corp., <i>et al.</i>	:	
	:	
Debtors.	:	(Jointly Administered)
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**ORDER GRANTING APPLICATION FOR
LEAVE TO FILE AN EXHIBIT TO A PROPOSED
STIPULATION AND ORDER UNDER SEAL**

Upon consideration of the Application (the “**Application**”) filed by General Motors LLC, f/k/a General Motors Company (“**New GM**”), for an order (the “**Sealing Order**”) pursuant to Section 107 of the Bankruptcy Code, Bankruptcy Rule 9018 and General Order M-242 of the United States Bankruptcy Court for the Southern District of New York (January 19, 2001, Bernstein, C.J.), authorizing New GM to file the Revised LOI¹ between New GM and Leson Chevrolet Company, Inc. (“**Leson**”) under seal; and no notice of the Application being necessary or required under the circumstances; and the Court having determined that the relief requested in the Application is in the best interests of New GM and Leson; and good and sufficient cause appearing therefor; it is hereby

ORDERED that:

1. The Application is granted.
2. New GM is authorized and empowered to file the Revised LOI under seal in accordance with this Court’s General Order M-242.

¹ Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Application.

3. New GM shall deliver to the Clerk of the Court or Chief Deputy Clerk of the Court: (a) a hard copy of the Revised LOI to be filed under seal and (b) a 3.5 inch floppy disk containing the sealed Revised LOI and this Sealing Order. The disk shall be submitted in an envelope, clearly labeled with the case name and number, and if applicable, the document number assigned to the sealed document, and hard copies of this Sealing Order shall be attached to the hard copy of the sealed Revised LOI and to the 3.5 inch disk.

4. The Clerk of the Court or Chief Deputy Clerk of the Court shall not file the sealed Revised LOI either conventionally or electronically, provided that the docket shall indicate that the Revised LOI has been filed under seal.

5. New GM shall serve a copy of this Sealing Order, the Application and the Revised LOI on counsel to Leson at the same time as it is delivered to the Clerk of the Court or Chief Deputy Clerk of the Court.

6. The requirement for the filing of a memorandum of law setting forth the points and authorities relied upon in the Application under Local Bankruptcy Rule 9013-1(b) is waived.

Dated: New York, New York
December 14, 2010

s/ Robert E. Gerber
UNITED STATES BANKRUPTCY JUDGE